

Edgar Filing: EMERSON RADIO CORP - Form SC 13D/A

EMERSON RADIO CORP
Form SC 13D/A
February 09, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 10)*

INFORMATION TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13d-2(a)

EMERSON RADIO CORP.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

291087203

(CUSIP Number)

Ruby Lee Yen Kee, Esq.
Managing Director, Legal
The Grande Holdings Limited
8 Commonwealth Lane
The Grande Building
Singapore 149555
011-65-6476-6686

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 7, 2007

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

(Continued on following pages)

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| | |
|----------------|--|
| ----- | |
| CUSIP No. | 291087203 SCHEDULE 13D |
| ----- | |
| 1 | NAME OF REPORTING PERSON S&T International Distribution Ltd |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | SOURCE OF FUNDS AF, BK |
| ----- | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> |
| ----- | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands |
| ----- | |
| NUMBER OF | 7 SOLE VOTING POWER |
| SHARES | NONE |
| ----- | |
| BENEFICIALLY | 8 SHARE VOTING POWER |
| OWNED BY | 10,000,000 shares of Common Stock. |
| ----- | |
| EACH REPORTING | 9 SOLE DISPOSITIVE POWER |
| PERSON WITH | NONE |
| ----- | |
| | 10 SHARED DISPOSITIVE POWER |
| | 10,000,000 shares of Common Stock. |
| ----- | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,000,000 shares of Common Stock. |
| ----- | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| ----- | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 36.91% |
| ----- | |
| 14 | TYPE OF REPORTING PERSON CO |
| ----- | |

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2

| | |
|----------------|--|
| ----- | |
| CUSPID No. | 291087203 SCHEDULE 13D |
| ----- | |
| 1 | NAME OF REPORTING PERSON Grande N.A.K.S. Ltd |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | SOURCE OF FUNDS AF, BK |
| ----- | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> |
| ----- | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands |
| ----- | |
| NUMBER OF | 7 SOLE VOTING POWER |
| SHARES | NONE |
| ----- | |
| BENEFICIALLY | 8 SHARE VOTING POWER |
| OWNED BY | 10,000,000 shares of Common Stock. |
| ----- | |
| EACH REPORTING | 9 SOLE DISPOSITIVE POWER |
| PERSON WITH | NONE |
| ----- | |
| | 10 SHARED DISPOSITIVE POWER |
| | 10,000,000 shares of Common Stock. |
| ----- | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,000,000 shares of Common Stock. |
| ----- | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| ----- | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 36.91% |
| ----- | |
| 14 | TYPE OF REPORTING PERSON |

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CO

3

CUSPID No. 291087203 SCHEDULE 13D

1 NAME OF REPORTING PERSON
The Grande Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC, BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Bermuda

| | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER NONE |
| | 8 | SHARE VOTING POWER 13,780,600 shares of Common Stock. |
| | 9 | SOLE DISPOSITIVE POWER NONE |
| | 10 | SHARED DISPOSITIVE POWER 13,780,600 shares of Common Stock. |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,780,600 shares of Common Stock.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
50.87%

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14 TYPE OF REPORTING PERSON

CO

4

CUSPID No. 291087203 SCHEDULE 13D

1 NAME OF REPORTING PERSON

The Grande Group Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Singapore

7 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

8 SHARE VOTING POWER

3,780,600 shares of Common Stock.

OWNED BY

EACH REPORTING

9 SOLE DISPOSITIVE POWER

NONE

PERSON WITH

10 SHARED DISPOSITIVE POWER

3,780,600 shares of Common Stock.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

3,780,600 shares of Common Stock.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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13.955%

14 TYPE OF REPORTING PERSON

CO

5

CUSPID No. 291087203 SCHEDULE 13D

1 NAME OF REPORTING PERSON

Christopher Ho Wing On

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Singapore

7 SOLE VOTING POWER
NUMBER OF SHARES

NONE

8 SHARE VOTING POWER
BENEFICIALLY OWNED BY

13,780,600 shares of Common Stock.

9 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH

NONE

10 SHARED DISPOSITIVE POWER

13,780,600 shares of Common Stock.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

13,780,600 shares of Common Stock.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.87%

14 TYPE OF REPORTING PERSON

IN

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This statement on Schedule 13D/A (the "Statement") amends and restates the Schedule 13D relating to shares of Common Stock (the "Common Stock"), of Emerson Radio Corp. (the "Emerson"), as originally filed with the Securities and Exchange Commission (the "SEC") on December 15, 2005 (the "Initial Statement") by The Grande Holdings Limited ("Grande Holdings"), Grande N.A.K.S. Ltd. ("N.A.K.S."), S&T International Distribution Ltd. ("S&T"), The Grande Group Limited ("GGL") and Mr. Christopher Ho Wing On ("Mr. Ho" and, together with Grande Holdings, N.A.K.S., S&T and GGL, the "Reporting Persons"), as amended by Amendment No.1, dated March 7, 2006 ("Amendment No.1"), Amendment No.2, dated May 9, 2006 ("Amendment No.2"), Amendment No.3, dated May 25, 2006 ("Amendment No.3"), Amendment No.4, dated June 15, 2006 ("Amendment No.4"), Amendment No.5, dated July 7, 2006 ("Amendment No.5"), Amendment No.6, dated July 28, 2006 ("Amendment No.6"), Amendment No.7, dated August 10, 2006 ("Amendment No.7"), Amendment No. 8, dated September 19, 2006 ("Amendment No. 8") and Amendment No. 9, dated November 8, 2006 ("Amendment No. 9" and together with the Initial Statement, Amendment No.1, Amendment No.2, Amendment No.3, Amendment No.4, Amendment No.5, Amendment No.6, Amendment No. 7 and Amendment No.8, the "Previous Filings"), all filed by the Reporting Persons.

ITEM 1. SECURITY AND ISSUER.

This Statement is filed with respect to the Common Stock of Emerson, a Delaware corporation. The address of Emerson is Nine Entin Road, Parsippany, New Jersey 07054-0430.

ITEM 2. IDENTITY AND BACKGROUND.

This statement is filed on behalf of each of the following Reporting Persons:

(a) Grande Holdings, a Bermuda corporation engaged in manufacturing, sale and distribution of audio, video and other consumer electronics and digital products, the executive offices of which are located at 12th Floor, The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong;

(b) N.A.K.S., a British Virgin Islands corporation engaged in purchasing, selling or holding of securities or other investments, the executive offices of which are located at 8 Commonwealth Lane, The Grande Building, Singapore 149555;

(c) S&T, a British Virgin Islands corporation engaged in purchasing, selling or holding of securities or other investments, the executive offices of which are located at 8 Commonwealth Lane, The Grande Building, Singapore 149555;

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(d) GGL, a Singapore corporation engaged in purchasing, selling or holding of securities or other investments), the executive offices of which are located at 8 Commonwealth Lane, The Grande Building, Singapore 149555;

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(e) Mr. Ho, a citizen of Canada. Mr. Ho's business address is 8 Commonwealth Lane, The Grande Building, Singapore 149555. Mr. Ho is the President and Group Chief Executive of Grande Holdings.

Each of the Reporting Persons is party to that certain Joint Filing Agreement attached hereto as Exhibit 1. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

As of the date of this Statement, S&T has the direct power to vote and direct the disposition of the 10,000,000 shares of Emerson's Common Stock held by it (the "Original Shares"). GGL has the direct power to vote and direct the disposition of 3,780,600 shares of Emerson's Common Stock held by it (the "Additional Shares" and together with the Original Shares, the "Shares"). As the sole parent of S&T, N.A.K.S. has the indirect power to vote and dispose of the Original Shares held for the account of S&T. As the sole parent of N.A.K.S. and the sole parent of GGL, Grande Holdings has the indirect power to vote and dispose of the Shares held for the account of S&T and GGL. As the owner of approximately 67% of the share capital of Grande Holdings, Barrican Investments Corporation ("Barrican") has the indirect power to vote and dispose of the Shares held for the account of S&T and GGL. As the sole parent of Barrican, The Grande International Holdings Ltd ("Grande International") has the indirect power to vote and dispose of the Shares held for the account of S&T and GGL. As the sole owner of Grande International, the Ho Family Trust has the indirect power to vote and dispose of the Shares held for the account of S&T and GGL. As the sole beneficiary of the Ho Family Trust, Mr. Ho has the indirect power to vote and dispose of the Shares held for the account of S&T and GGL. In such capacities, Grande Holdings, N.A.K.S. and Mr. Ho may be deemed to be the beneficial owners of the Shares held for the account of S&T and GGL.

Set forth on Annex A to this Statement is a chart setting forth, with respect to each executive officer, director and controlling person of a Reporting Person, his or her name, residence or business address, present principal occupation or employment (along with the name, principal business and address of any corporation or other organization in which such employment is conducted) and citizenship, in each case as of the date hereof.

During the last five years, no Reporting Person nor any person listed on Annex A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, none of the Reporting Persons nor any persons listed on Annex A has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceedings was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

On December 5, 2005, S&T purchased from a stockholder of Emerson pursuant to a Stock Purchase Agreement (the "Stock Purchase Agreement") 10,000,000 shares of Common Stock (i.e., the Original Shares) for \$26 million in cash and a convertible debenture issued by Grande Holdings with a face

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value of \$26 million (the "Consideration").

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The source of the funds that S&T used to pay the cash component of the purchase price was (1) Grande Holdings' working capital/cash on hand and (2) a term loan facility provided by ABN AMRO Bank N.V., Hong Kong Branch in the amount of US\$26 million, under a facility agreement entered into by S&T, Grande Holdings and ABN AMRO Bank N.V., Hong Kong Branch (the "Term Loan Facility"). Grande Holdings guaranteed all of S&T's obligations under the term loan facility. As additional security for its obligations, S&T (1) pledged and granted to ABN AMRO a security interest in the Acquired Shares, and (2) assigned to ABN AMRO, by way of fixed security with first-ranking priority, enforceable upon an event of default, all of its rights under the Stock Purchase Agreement. The Term Loan Facility has been paid in full, and the security created by the Assignment of Acquisition Agreement (listed as Exhibit 6 hereto) and the Pledge Agreement (listed as Exhibit 7 hereto) has been discharged and such agreements have been terminated.

Since December 5, 2005, GGL acquired in open market purchases the Additional Shares, 3,780,600 shares of Common Stock. The source of funds to acquire the Additional Shares was the working capital of GGL. The total purchase price for the shares acquired since December 5, 2005 was approximately US\$12,275,595.00. None of Mr. Ho, Grande Holdings nor N.A.K.S. directly owns any Common Stock.

ITEM 4. PURPOSE OF TRANSACTION.

The shares of Common Stock beneficially owned by the Reporting Persons were acquired as described in Item 3 and Item 6. The information set forth in Item 3 and Item 6 is hereby incorporated by reference into this Item 4.

On December 9, 2005, Mr. Michael Andrew Barclay Binney, a director of N.A.K.S. and Grande Holdings, was elected to the Board of Directors of Emerson at the annual meeting of Emerson's shareholders. On March 30, 2006, the Board of Directors of Emerson appointed Adrian Ma as the Chairman of the Board and CEO of Emerson (Mr. Ma served as the Chairman of the Board until July 28, 2006). Mr. Ma is also a director of N.A.K.S. and Grande Holdings. On July 28, 2006, the Board of Directors of Emerson appointed Mr. Ho as the Chairman of the Board of Emerson. Mr. Ho is also a director of N.A.K.S. and the Chairman of Grande Holdings. On March 30, 2006, the Board of Directors of Emerson appointed Greenfield Pitts as a director on the Board of Emerson. Mr. Pitts is a consultant for Grande Holdings. As directors of Emerson, Messrs. Ho, Binney, Ma, and Pitts have influence over the corporate activities of Emerson, including activities which may relate to transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

On November 8, 2006, The Grande (Nominees) Ltd., a wholly owned subsidiary of Grande Holdings, made a proposal (the "Proposal"; the Proposal was filed hereunder as Exhibit 8, which is incorporated herein by reference from Amendment No. 9) to Emerson to sell to a wholly-owned non-U.S. subsidiary of Emerson 51% of the outstanding share capital of Capetronic Group, Ltd., an indirectly wholly-owned subsidiary of Grande Holdings, which owns and operates, through various subsidiaries, the consumer electronics manufacturing operations of Grande Holdings. The Proposal, by its terms, called for a closing of the transaction no later than December 31, 2006. That objective has not been achieved. After careful consideration, The Grande (Nominees) Ltd. decided to allow the Proposal to lapse and not to extend it at the

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present time. However, The Grande (Nominees) Ltd. reserved the right to make (and indeed currently anticipates making) a similar proposal to Emerson in the future. The Reporting Persons further reserve the right to change their intentions and plans at any time with regard to any such proposal.

The Reporting Persons believe they may now be deemed to be in a position to exercise influence over the management and corporate activities of Emerson, including activities which may relate to transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons continuously evaluate developments affecting Emerson, Emerson's businesses and prospects, other investment and business opportunities available to the Reporting Persons, the prevailing general stock market, economic and other conditions, including in particular the price and availability of shares of Common Stock, tax considerations and all other factors deemed relevant in determining whether to increase or to decrease the size of the Reporting Persons' investment in Emerson. At any time, the Reporting Persons may seek to acquire more shares of Common Stock of Emerson, or some or all of the shares of Common Stock beneficially owned by any of the Reporting Persons may be sold, in either case through open market sales or purchases, in privately-negotiated transactions or otherwise.

As part of the ongoing evaluation of this investment and investment alternatives, each Reporting Person may consider advancing any option available to it, including those actions set forth in clauses (a) through (j) of Item 4 and, subject to applicable law, each Reporting Person may formulate a plan with respect to such matters, and, from time to time, may hold discussions with or make formal proposals to management or the Board of Directors of Emerson, other shareholders of Emerson or other third parties regarding such matters.

Except as indicated in this Schedule 13D, none of the Reporting Persons or, to the best of their knowledge, any of the other persons identified on Annex A to this Statement, currently has any plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

S&T is the record owner of the Original Shares and GGL is the record owner of the Additional Shares. As the sole stockholder of S&T, N.A.K.S. may be deemed to own beneficially the Original Shares. As the sole stockholder of N.A.K.S and GGL, Grande Holdings may be deemed to own beneficially the Shares. Mr. Ho has a beneficial interest in approximately 67% of the capital stock of Grande Holdings. By virtue of such interest and his position with Grande Holdings, Mr. Ho may be deemed to have power to vote and power to dispose of the Shares beneficially held by Grande Holdings.

- (a) N.A.K.S. and S&T may be deemed to own beneficially 36.91% of the Common Stock of Emerson, which percentage is calculated based upon: 27,089,832 shares of Common Stock reported to be outstanding as of November 10, 2006. Grande Holdings and Mr. Ho may be deemed to own beneficially 50.87% of the Common Stock of Emerson. GGL may be deemed to own beneficially 13.955% of the Common Stock of Emerson. Each of the Reporting Persons, except for S&T with

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respect to the Original Shares and GGL with respect to the Additional Shares, disclaims beneficial ownership of the Shares.

- (b) Regarding the number of shares as to which such person has:
 - i. sole power to vote or to direct the vote: 0 shares for each Reporting Person.
 - ii. shared power to vote or to direct the vote: 13,780,600 shares for each Reporting Person.
 - iii. sole power to dispose or to direct the disposition: 0 shares for each Reporting Person.
 - iv. shared power to dispose or to direct the disposition: 13,780,600 shares for each Reporting Person.
- (c) There have been no transactions with respect to the Common Stock since September 13, 2006 by any of the Reporting Persons.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, the Common Stock beneficially owned by any of the Reporting Persons.
- (e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Certain Reporting Persons are parties to the contracts filed hereunder as Exhibits 2-8. Exhibits 2-7 are incorporated herein by reference from the Initial Statement. Exhibit 8 is incorporated herein by reference from Amendment No. 9. The contracts listed in Exhibits 3 and 5 have been fully performed, and the contracts listed in Exhibits 6 and 7 have been terminated. The Stock Purchase Agreement has been fully performed, except for confidentiality and public announcements covenants, which remain in effect. The Proposal has lapsed, as described in Exhibit 9.

Michael Andrew Barclay Binney currently holds options to purchase 8,333 shares of Common Stock, which are currently exercisable. In addition, Mr. Binney holds options to purchase 16,667 shares of Common Stock, 8,333 of which will be exercisable in December 2007, and the balance of which will be exercisable in December 2008.

In addition, Greenfield Pitts holds options to purchase 25,000 shares of Common Stock, 8,333 of which will be exercisable in November 2007, 8,333 in November 2008, and the balance of which will be exercisable in November 2009.

Except as described or incorporated by reference above, as of the date hereof none of the Reporting Persons nor, to the best of the knowledge of the Reporting Persons, any of the

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individuals named in Annex A hereto, has any contracts, arrangements, understandings or relationships (legal or otherwise) with respect to the Common Stock.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

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Exhibit 1: Joint Filing Agreement, dated February 7, 2007 by and among Grande Holding, N.A.K.S., S&T and Mr. Ho.

Exhibit 2: Agreement for the Sale and Purchase of Certain Shares in Emerson Radio Corp., dated as of August 20, 2005, between Mr. Jurick and S&T ("Stock Purchase Agreement").

Exhibit 3: Supplemental Agreement to the Stock Purchase Agreement, dated as of September 28, 2005, between Mr. Jurick and S&T.

Exhibit 4: Convertible Debenture dated December 5, 2005 issued by Grande Holdings in favor of Mr. Jurick.

Exhibit 5: Facility Agreement, dated August 22, 2005 among S&T, Grande Holdings and ABN AMRO Bank N.V., Hong Kong Branch.

Exhibit 6: Assignment of Acquisition Agreement, dated August 22, 2005 between S&T and ABN AMRO Bank N.V., Hong Kong Branch.

Exhibit 7: Pledge Agreement, dated August 22, 2005 between S&T and ABN AMRO Bank N.V., Hong Kong Branch.

Exhibit 8: Proposal for the purchase by a non-U.S. subsidiary of Emerson Radio of the consumer electronics manufacturing operations of the Capetronic Group.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2007

/s/ Christopher Ho Wing On

CHRISTOPHER HO WING ON

THE GRANDE HOLDINGS LIMITED

By: /s/ Christopher Ho Wing On

Name: Christopher Ho Wing On
Title: Director

THE GRANDE GROUP LIMITED

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By: /s/ Ruby Lee Yen Kee

 Name: Ruby Lee Yen Kee
 Title: Director

GRANDE N.A.K.S. LTD.

By: /s/ Christopher Ho Wing On

 Name: Christopher Ho Wing On
 Title: Director

S&T INTERNATIONAL DISTRIBUTION LTD.

By: /s/ Grande N.A.K.S. Ltd. by Christopher Ho Wing On

 Name: Grande N.A.K.S. Ltd.
 Title: Director

ANNEX A

Set forth below is the name, business address, present principal occupation or employment and citizenship of each director, executive officer and controlling person of Grande Holdings. The principal address of each individual listed below, unless otherwise indicated below, is the current business address for Grande Holdings (8 Commonwealth Lane, The Grande Building, Singapore 149555).

| Name and Business Address | Position with Reporting Person | Present Principal Occupation or Employment | Ci |
|-------------------------------|---|--|---------|
| Christopher Ho Wing-On | Director of The Grande Holdings Limited | Group Chief Executive | Canada |
| Michael Andrew Barclay Binney | Director of The Grande Holdings Limited | Group Executive | British |
| Adrian Ma Chi Chiu | Director of The Grande Holdings Limited | Group Executive | British |
| Lam Chuck Fai | Director of The Grande Holdings Limited | Group Executive | British |
| Paul Law Kwok Fai | Director of The Grande | Group Executive | British |

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Holdings Limited

| | | | |
|--|---|---|-----------|
| Christine Asprey Lai Shan | Director of The Grande Holdings Limited | Group Executive | British |
| Herbert Tsoi Hak Kong Room 602, Aon China Building, 29 Queen's Road Central, Hong Kong | Director of The Grande Holdings Limited | Solicitor, Herbert Tsoi & Partners | British |
| Johnny Lau Wing Hung 15/F, China Trade Centre, No.122-124 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong | Director of The Grande Holdings Limited | Chairman, Jacobson Medical (HK) Ltd | Singapore |
| Martin Ian Wright 604 The Broadway 54-62 Lockhart Road Wanchai, Hong Kong | Director of The Grande Holdings Limited | Consultant, China Manufacturing Solutions Limited | British |

Set forth below is the name, business address, present principal occupation or employment and citizenship of each director, executive officer and controlling person of N.A.K.S. The principal address of each individual listed below, unless otherwise indicated below, is the current business address for N.A.K.S. (8 Commonwealth Lane, The Grande Building, Singapore 149555).

| Name and Business Address | Position with Reporting Person | Present Principal Occupation or Employment | Citizenship |
|---------------------------|--------------------------------|--|-------------|
|---------------------------|--------------------------------|--|-------------|

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| | | | |
|-------------------------------|---------------------------------|-----------------------|---------|
| The Grande Holdings Limited | Controlling Shareholder | N/A | Bermuda |
| Christopher Ho Wing-On | Director of Grande N.A.K.S. Ltd | Group Chief Executive | Canada |
| Michael Andrew Barclay Binney | Director of Grande N.A.K.S. Ltd | Group Executive | British |
| Adrian Ma Chi Chiu | Director of Grande N.A.K.S. Ltd | Group Executive | British |

Set forth below is the name, business address, present principal occupation or employment and citizenship of each director, executive officer and controlling person of S&T. The principal address of each individual listed

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below, unless otherwise indicated below, is the current business address for S&T (8 Commonwealth Lane, The Grande Building, Singapore 149555).

| Name and Business Address Address | Position with Reporting Person | Present Principal Occupation or Employment | Ci |
|--------------------------------------|---|--|-----------------------------------|
| Grande N.A.K.S. Ltd | Director of S&T International Distribution Limited and Controlling Shareholder | Not applicable | Incorporated in Virgin Islands |

Set forth below is the name, business address, present principal occupation or employment and citizenship of each director, executive officer and controlling person of GGL. The principal address of each individual listed below, unless otherwise indicated below, is the current business address for GGL (8 Commonwealth Lane, The Grande Building, Singapore 149555).

| Name and Business Address | Position with Reporting Person | Present Principal Occupation or Employment | C |
|------------------------------|-----------------------------------|--|-----------|
| The Grande Holdings Limited | Controlling Shareholder | N/A | Bermuda |
| Ruby Lee Yen Kee | Director of Grande Group Ltd. | Group Executive | Singapore |
| Manjit Singh Gill | Director of Grande Group Ltd. | Group Executive | Singapore |

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Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D/A dated February 7, 2007 (including amendments thereto) with respect to the Common Stock of Emerson Radio Corp. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

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Dated: February 7, 2007

/s/ Christopher Ho Wing On

CHRISTOPHER HO WING ON

THE GRANDE HOLDINGS LIMITED

By: /s/ Christopher Ho Wing On

Name: Christopher Ho Wing On
Title: Director

THE GRANDE GROUP LIMITED

By: /s/ Ruby Lee Yen Kee

Name: Ruby Lee Yen Kee
Title: Director

GRANDE N.A.K.S. LTD

By: /s/ Christopher Ho Wing On

Name: Christopher Ho Wing On
Title: Director

S&T INTERNATIONAL DISTRIBUTION LTD.

By: /s/ Grande N.A.K.S. Ltd. by Christopher Ho Wing On

Name: Grande N.A.K.S. Ltd.
Title: Director